

**RESOLUTION EXPRESSING INTENT TO REIMBURSE EXPENDITURES
TO BE INCURRED BY POLK COUNTY, TEXAS**

WHEREAS, Polk County, Texas (the "Issuer") is a Texas County and a political subdivision of the State of Texas authorized to issue obligations to finance its activities pursuant to various Texas statutes, including anticipation notes pursuant to Chapter 1431, Texas Government Code, the interest on which is excludable from gross income for federal income tax purposes ("tax-exempt obligations") pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, the Issuer will make, or has made not more than 60 days prior to the date hereof, payments from funds from inter-fund transfers, as authorized by Section 1431.005, Texas Government Code, with respect to the acquisition, construction, repair and equipping of the projects listed on Exhibit "A" attached hereto;

WHEREAS, the Issuer has concluded that it does not currently desire to issue tax-exempt obligations to finance the costs associated with the projects listed on Exhibit "A" attached hereto;

WHEREAS, the Issuer desires to reimburse itself for the costs associated with the projects listed on Exhibit "A" attached hereto, which it funded from interfund transfers, from the proceeds of tax-exempt obligations to be issued subsequent to the date hereof; and,

WHEREAS, the Issuer reasonably expects to issue tax-exempt obligations to reimburse itself for the costs associated with the projects listed on Exhibit "A" attached hereto.

NOW, THEREFORE, BE IT RESOLVED THAT:

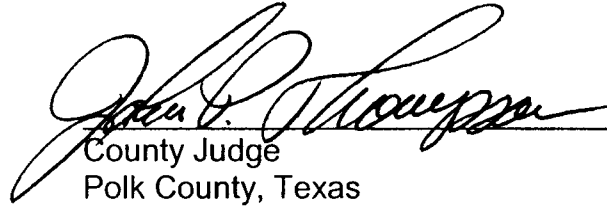
Section 1. The Issuer reasonably expects to reimburse itself for all costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof and that are to be paid in connection with the acquisition, construction, repair and equipping of the projects listed on Exhibit "A" attached hereto from the proceeds of tax-exempt obligations to be issued subsequent to the date hereof.

Section 2. This resolution is also made to evidence the intent of the Issuer to make such reimbursements under Treas. Reg. § 1.150-2 and Section 1201.042, Texas Government Code.

Section 3. Incorporation of Recitals. The findings and preambles set forth in this Resolution are hereby incorporated into this Resolution and made a part hereof for all purposes.

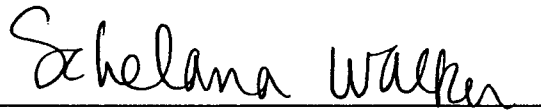
Section 4. The Issuer reasonably expects that the maximum principal amount of tax-exempt obligations issued to reimburse the Issuer for the costs associated with the projects listed on Exhibit "A" attached hereto will not exceed \$2,000,000.

ADOPTED this 28th day of September, 2010, by the Polk County Commissioners Court.



County Judge
Polk County, Texas

ATTEST:



County Clerk
Polk County, Texas

[COMMISSIONERS COURT SEAL]

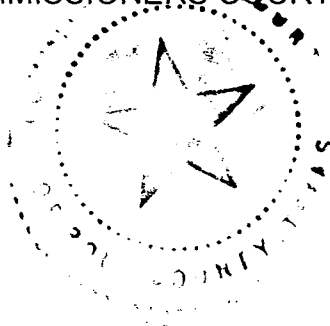


EXHIBIT "A"

DESCRIPTION OF PROJECTS

The construction and improvements of roads and bridges in the County;

The acquisition of road right-of-way;

The acquisition of real property;

The construction of improvements to county buildings;

The acquisition of road maintenance equipment;

The acquisition of vehicles;

The acquisition of computer equipment and software;

The acquisition of office furnishings and equipment;

The scanning, organization and computer digital imaging of County Records;

Such financing to be in an amount not to exceed \$1,000,000 from the General Fund and \$1,000,000 from the Road and Bridge Fund of Polk County, Texas.

CERTIFICATE OF COUNTY CLERK

THE STATE OF TEXAS §
 §
 COUNTY OF POLK §

I, the undersigned, County Clerk and Ex-Officio Clerk of the Commissioners Court of Polk County, Texas, DO HEREBY CERTIFY as follows:

1. That on the 28th day of September, 2010, a Regular meeting of the Commissioners Court of Polk County, Texas, was held at the regular meeting place in the County Courthouse, Livingston, Texas; and the roll was called of the duly constituted officers and members of the said Commissioners Court, to-wit:

John P. Thompson	County Judge
Bob Willis	Commissioner, Precinct 1
Ronnie Vincent	Commissioner, Precinct 2
Milton Purvis	Commissioner, Precinct 3
Tommy Overstreet	Commissioner, Precinct 4

and all of said persons were present, except for the following: ALL PRESENT; thus constituting a quorum. Whereupon, among other business, the following was transacted at said meeting: a written Resolution entitled

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was duly introduced for consideration of said Commissioners Court and read in full. It was then duly moved and seconded that said Resolution be passed; and, after due discussion, said motion, carrying with it the passage of said Resolution, prevailed and carried by the following vote:

AYES:	<u> -5-</u>
NOES:	<u> -0-</u>
ABSTENTIONS:	<u> -0-</u>

2. A true, full and correct copy of the aforesaid Resolution passed at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in the official minutes of said Commissioners Court; the above and foregoing paragraph is a true, full and correct excerpt from said minutes of said meeting pertaining to the passage of said Resolution;

the persons named in the above and foregoing paragraph, at the time of said meeting and the passage of said Resolution, were the duly chosen, qualified and acting officers and members of said Commissioners Court as indicated therein; each of said officers and members was duly and sufficiently notified officially and personally in advance, of the time, place and purpose of the aforesaid meeting and that said Resolution would be introduced and considered for passage at said meeting, and each of said officers and members was duly and sufficiently notified officially and personally in advance, of the time, place and purpose of the aforesaid meeting and that said Resolution would be introduced and considered for passage at said meeting, and each of said officers and members consented in advance to the holding of said meeting for such purpose; and said meeting was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code.

SIGNED AND SEALED this 28th day of September, 2010.

Schelana Walker

County Clerk and Ex-Officio Clerk
of the Commissioners Court
of Polk County, Texas

